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August 26, 2009

RECORDATION NO. 20829-D FILED

AUG 26 '09 -11 30 AM

SURFACE TRANSPORTATION BOARD

Anne K. Quinlan
Acting Secretary
Surface Transportation Board
395 E Street, S W
Washington, DC 20423-0001

Re: Refinancing of UPRR 1997-A-3 Union Pacific Railroad Company
Leveraged Lease Financing of Railroad Equipment

Dear Ms. Quinlan.

I am enclosing for recording pursuant to Section 11301 of Title 49 of the United States Code, two executed copies of the Memorandum of Lease and Indenture Supplement No 2 (UPRR 1997-A-3), dated as of August 27, 2009, between Union Pacific Railroad Company, as lessee (the "*Lessee*"), Wilmington Trust Company (successor to Chase Bank USA, National Association, formerly known as Chase Manhattan Bank Delaware), as owner trustee of the UP 1997 Trust for First Union, as lessor (the "*Lessor*"), and Citibank, N A, as indenture trustee (the "*Indenture Trustee*"), a secondary document as defined in the Surface Transportation Board's Rules for the Recordation of Documents

The enclosed document relates to the Lease Agreement dated as of August 3, 1997 between the Lessee and the Lessor, a memorandum of which was recorded with the Surface Transportation Board on August 19, 1997 at 10 49 A M under recordation number 20829

The names and addresses of the parties to the enclosed document are as follows.

Lessee.	Union Pacific Railroad Company 1400 Douglas Street Omaha, Nebraska 68179
Owner Trustee/Lessor	Wilmington Trust Company 1100 North Market Street Wilmington, Delaware 19890-1605 Attention: Corporate Trust Administration (UPRR 1997-A-3)

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Indenture Trustee: Citibank, N A
388 Greenwich Street, 14th Floor
New York, New York 10013
Attention: Global Transaction Services
(UPRR 1997-A-3)

The equipment covered as of the date hereof by the aforesaid Memorandum of Lease and Indenture Supplement No. 2 consists of 42 General Electric model AC4400CW locomotives bearing the reporting marks and road numbers within the series UP 6635 and UP 6655 through UP 6695, all as specifically described in Exhibit A attached hereto

A short summary of the document to appear in the index follows.

Memorandum of Lease and Indenture Supplement No. 2 (UPRR 1997-A-3)

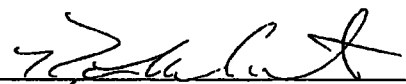
A fee of forty-one dollars (\$41.00) is enclosed. Please time and date stamp the enclosed copy of the enclosed document along with the extra copy of this letter as proof of filing and recordation of the enclosed document and return the original and any extra copies of such document and this letter not needed by the Board for recordation to:

Robert Alvord
Alvord and Alvord
1050 Seventeenth Street, N.W.
Suite 301
Washington, DC 20036

If you have any questions or need further information, please do not hesitate to contact the undersigned (312-845-3465)

Sincerely,

CHAPMAN AND CUTLER LLP

By 
Karim R. Merchant

KRM dk
Enclosures

Law Offices of
CHAPMAN AND CUTLER LLP

EXHIBIT A

UNITS

EQUIPMENT	QUANTITY	REPORTING MARKS
General Electric model AC4400CW locomotives	42	UP 6635 UP 6655 – UP 6695

AUG 26 '09 -11 30 AM

MEMORANDUM OF LEASE AND INDENTURE SUPPLEMENT No. 2
(UPRR 1997-A-3)

SURFACE TRANSPORTATION BOARD

Memorandum of Lease and Indenture Supplement No 2 effective as of August 27, 2009, by and between Wilmington Trust Company (successor to Chase Bank USA, National Association, formerly known as Chase Manhattan Bank Delaware), a Delaware banking corporation, not in its individual capacity, but solely as Owner Trustee of the UP 1997 Trust for First Union, as Lessor ("*Lessor*"), Union Pacific Railroad Company, a Delaware corporation, as Lessee ("*Lessee*") and Citibank, N A , a national banking association, as Indenture Trustee (the "*Indenture Trustee*").

WITNESSETH:

1. Lessor and Lessee have entered into that certain Lease Agreement, dated as of August 3, 1997 (as amended, supplemented or modified, the "*Lease*"), whereby Lessor has agreed to lease to Lessee and Lessee has agreed to lease from Lessor certain railroad equipment effective as of the date first set forth therein and subject to the term defined in said Lease Lessor and Indenture Trustee have entered into that certain Indenture and Security Agreement (UPRR 1997-A-3), dated as of August 27, 2009 (the "*Indenture*"), by which Lessor has granted a security interest in the railroad equipment leased to Lessee under the Lease to Indenture Trustee (with certain exclusions and exceptions specified in the Indenture) in order to secure Lessor's performance of its obligations as described in the Indenture.


2 A memorandum of the Lease was recorded with the Surface Transportation Board on August 19, 1997 at 10 49 A.M under recordation number 20829 pursuant to Section 11301 of Title 49 of the United States Code. A memorandum of the Indenture is being recorded with the Surface Transportation Board concurrently herewith pursuant to Section 11301 of Title 49 of the United States Code

3. The undersigned have entered into that certain Lease and Indenture Supplement No.2 (UPRR 1997-A-3) (the "*Lease and Indenture Supplement*"), dated August 27, 2009, whereby the terms and provisions of the above-described Lease are made applicable to certain railroad equipment bearing reporting marks as listed on Exhibit A attached hereto and whereby Lessor has granted, pursuant to the above-described Indenture, a security interest therein to the railroad equipment leased to Lessee under the Lease (with certain exclusions and exceptions specified in the Indenture).

4. This Memorandum of said Lease and Indenture Supplement may be executed in any number of counterparts, all of which together shall constitute a single instrument

IN WITNESS WHEREOF, the parties hereto have each caused this memorandum to be duly executed by their respective officers duly authorized as of the date and year first above written

WILMINGTON TRUST COMPANY, not in its individual capacity, but solely as Owner Trustee

By 
Name Mark H. Brzoska
Title Financial Services Officer

Executed on this 17th day of August, 2009

UNION PACIFIC RAILROAD COMPANY

By _____
Name Gary W. Grosz
Title Assistant Treasurer

Executed on this ____ day of August, 2009

CITIBANK, N A , not in its individual capacity but solely as Indenture Trustee

By _____
Name
Title

Executed on this ____ day of August, 2009

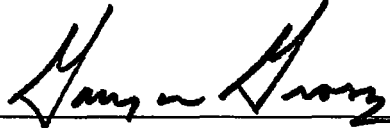
IN WITNESS WHEREOF, the parties hereto have each caused this memorandum to be duly executed by their respective officers duly authorized as of the date and year first above written

WILMINGTON TRUST COMPANY, not in its
individual capacity, but solely as Owner
Trustee

By _____
Name:
Title:

Executed on this ____ day of August, 2009

UNION PACIFIC RAILROAD COMPANY

By  _____
Name Gary W Grosz
Title Assistant Treasurer

Executed on this 26th day of August, 2009

CITIBANK, N A , not in its individual capacity
but solely as Indenture Trustee

By _____
Name:
Title:

Executed on this ____ day of August, 2009.

IN WITNESS WHEREOF, the parties hereto have each caused this memorandum to be duly executed by their respective officers duly authorized as of the date and year first above written

WILMINGTON TRUST COMPANY, not in its
individual capacity, but solely as Owner
Trustee

By _____
Name
Title

Executed on this ____ day of August, 2009

UNION PACIFIC RAILROAD COMPANY

By _____
Name Gary W Grosz
Title Assistant Treasurer

Executed on this ____ day of August, 2009

CITIBANK, N A , not in its individual capacity
but solely as Indenture Trustee

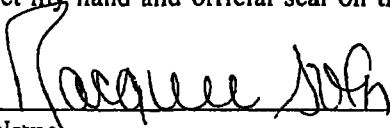
By _____
Name John Hannon
Title Vice President

Executed on this 20 day of August, 2009

STATE OF DELAWARE)
) SS
COUNTY OF NEW CASTLE)

On this, the 14th day of August, 2009, before me, a Notary Public in and for said County and State, personally appeared Mark H. Brzoska, who being by me duly sworn, says that (s)he is the Financial Services Officer of WILMINGTON TRUST COMPANY, that said instrument was signed on August 17th, 2009 on behalf of said banking corporation by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said banking corporation

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned



Name
Notary Public
My Commission Expires
Residing in JACQUELINE SOLONE
~~Notary Public - State of Delaware~~
My Comm Expires March 28, 2011

(SEAL)

STATE OF NEBRASKA)
) SS
COUNTY OF DOUGLAS)

On this, the ____ day of August, 2009, before me, a Notary Public in and for said County and State, personally appeared Gary W Grosz, who being by me duly sworn, says that he is the Assistant Treasurer of UNION PACIFIC RAILROAD COMPANY, that said instrument was signed on August ____, 2009, on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned

Name
Notary Public
My Commission Expires
Residing in _____

(SEAL)

STATE OF DELAWARE)
)
COUNTY OF NEW CASTLE) SS .

On this, the _____ day of August, 2009, before me, a Notary Public in and for said County and State, personally appeared _____, who being by me duly sworn, says that (s)he is the _____ of WILMINGTON TRUST COMPANY, that said instrument was signed on August ___, 2009 on behalf of said banking corporation by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said banking corporation

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

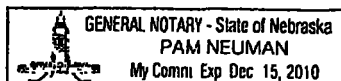
Name:
Notary Public
My Commission Expires:
Residing in _____

(SEAL)

STATE OF NEBRASKA)
)
COUNTY OF DOUGLAS) SS

On this, the 26th day of August, 2009, before me, a Notary Public in and for said County and State, personally appeared Gary W Grosz, who being by me duly sworn, says that he is the Assistant Treasurer of UNION PACIFIC RAILROAD COMPANY, that said instrument was signed on August 26, 2009, on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.



Pam Neuman
Name Pam Neuman
Notary Public
My Commission Expires 12-15-2010
Residing in Omaha, NE

(SEAL)

STATE OF NEW YORK)
)
COUNTY OF KINGS) SS

On this, the 20th day of August, 2009, before me, a Notary Public in and for said County and State, personally appeared John Hanner, who being by me duly sworn, says that (s)he is the Vice President of CITIBANK, N.A., that said instrument was signed on August 20th, 2009 on behalf of said association by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said association.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned

Zenaida Santiago
Name
Notary Public
My Commission Expires 9/18/2010
Residing in New York

(SEAL)

ZENaida SANTIAGO
NOTARY PUBLIC-STATE OF NEW YORK
No 01SA6152564
Qualified in Kings County
My Commission Expires September 18, 2010

EXHIBIT A

UNITS

EQUIPMENT	QUANTITY	REPORTING MARKS
General Electric model AC4400CW locomotives	42	UP 6635 UP 6655 – UP 6695

CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: 8/26/09



Robert W Alvord